

HOPKINS, SUTTER, MULROY, DAVIS & CROMARTIE

ONE FIRST NATIONAL PLAZA

CHICAGO 80603

(312) 558-6600

RECORDATION NO. 9136-8
FILED 1453

WILLIAM G. McMASTER, JR.
(312) 558-6620

DEC 2 1980 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

WASHINGTON, D. C. OFFICE
1750 K STREET, N. W.
WASHINGTON, D. C. 20006

3734-77-22

December 12, 1980

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Attn: Ms. Mildred Lee or Ms. Plunkett

REGISTERED MAIL - Return Receipt Requested

Re: Lease of Equipment to Chicago, Milwaukee,
St. Paul and Pacific Railroad Company

Dear Ms. Lee:

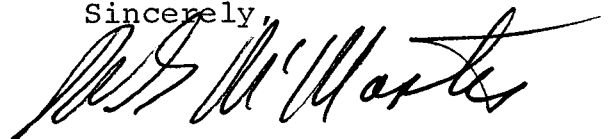
Enclosed herewith for filing on behalf of the certain "Equipment Lease Agreement between the Chicago, Milwaukee, St. Paul and Pacific Railroad Company and the Regional Transportation Authority", dated November 7, 1977, previously filed with you (recordation no. 9136, December 27, 1977) please find one original and two certified copies of:

"Equipment Lease Supplement No. 12",
dated July 18, 1980.

These documents and the check for the filing fee were originally sent to you on November 12, 1980 (copy of check enclosed).

Please refer to the letter, dated 11/12/80, from the Regional Transportation Authority for further description of this equipment lease supplement.

Sincerely,



WGM:sag
Encl.

State of Illinois)
)
County of Cook) SS
)

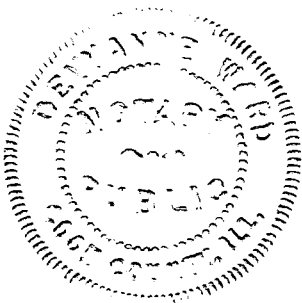
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INTERSTATE COMMERCE COMMISSION

Certificate

I, Devyanne Ward, a notary public in and for the
county and state aforesaid, hereby certify that I have
examined the foregoing copy of Equipment Lease Agreement
No. 12, dated July 18,, 1980, have compared it to
the original thereof, and that the foregoing copy is a true,
correct and complete copy of such original in all respects.



(SEAL)

Devyanne Ward
Notary Public

EQUIPMENT LEASE SUPPLEMENT NO. 12

This Equipment Lease Supplement No. 12 is entered into as of July 18, 1980, by and between the REGIONAL TRANSPORTATION AUTHORITY ("Authority"), and CHICAGO, MILWAUKEE, ST. PAUL and PACIFIC RAILROAD COMPANY ("Railroad").

1. The purchase by the Authority of the Equipment described in this Equipment Lease Supplement has been funded in part by the Urban Mass Transportation Administration of the United States Department of Transportation ("UMTA") (Project IL-03-0065), and by the Illinois Department of Transportation ("IDOT") (Project CAP-77-102-FED).

2. The Authority and Railroad have entered into an Equipment Lease Agreement dated, November 7, 1977, ("Equipment Lease Agreement"), which provides for the execution and delivery from time to time of Equipment Lease Supplements in the form hereof for the purpose of leasing railroad bi-level commuter cars and locomotives under the Equipment Lease Agreement as and when delivered by the Authority to Railroad in accordance with the terms hereof.

3. The Authority hereby delivers and leases to Railroad under the Equipment Lease Agreement, and Railroad hereby accepts and leases from the Authority under the Equipment Lease Agreement, on this date, the following described units (the "Delivered Units"):

Manufacturer: The Budd Company
Description: Bi-Level Commuter Car
Specifications: RTA 76-13.
Lease Term: 20 Years

Manufacturer's numbers: 9600-910-8268
9600-910-8269
9600-910-8270
9600-910-7352
9600-910-7353

RTA numbers: 8268,8269,8270,7352,7353)

Railroad numbers: None

Funded by UMTA Project IL-03-0065 and IDOT Project CAP-77 -
102-FED.

4. Railroad hereby confirms to the Authority that, as between Railroad and the Authority, Railroad has accepted the Delivered Units for all purposes of this Equipment Lease Supplement and of the Equipment Lease Agreement. Railroad hereby certifies and acknowledges that each Delivered Unit (a) has been delivered to, and inspected by, Railroad, (b) is of a size, design, capacity and manufacture acceptable to Railroad for lease under this Equipment Lease Supplement and the Equipment Lease Agreement, (c) is suitable for Railroad's purposes, and (d) is in good working order, repair and condition.

5. All of the terms and provisions of the Equipment Lease Agreement are hereby incorporated by reference in this Equipment Lease Supplement to the same extent as if fully set forth herein.

IN WITNESS WHEREOF, the Authority and Railroad have caused this Equipment Lease Supplement to be duly executed as of the date and year first written above.

REGIONAL TRANSPORTATION AUTHORITY

By: J. E. Cole

CHICAGO, MILWAUKEE, ST. PAUL AND
PACIFIC RAILROAD COMPANY

By: [Signature]

ACKNOWLEDGEMENT

STATE OF ILLINOIS)
)SS
COUNTY OF COOK)

On this 18 day of July, 1980 before me personally appeared Richard B. Ogilvie, to me personally known, who being by me duly sworn, says that he is the Trustee of the property of the Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor, a railroad in reorganization, and that the foregoing instrument was executed on behalf of said railroad in reorganization, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trustee in his capacity as Trustee only, and not as an individual.

Monty Z. Kael
Notary Public

My commission expires: 11-5-98